

P04000101292

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

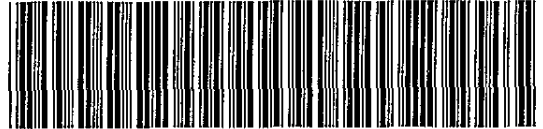
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900038191679

07/02/04--01011--007 **87.50

FILED
04 JUL -2 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS 07/07/0

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Aqua Wonder Massage, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: James Stephen King, Esq. - Incorporator
Name (Printed or typed)

The Bogatin Law Firm, PLC
1661 International Place Drive, Suite 300

Address

Memphis, TN 38120

City, State & Zip

(901) 767-1234

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

FILED
04 JUL -2 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF AQUA WONDER MASSAGE, INC.

The undersigned subscriber to these Articles of Incorporation is a natural personal competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE I – NAME

The name of the Corporation is AQUA WONDER MASSAGE, INC. (hereinafter, "Corporation").

ARTICLE II – PRINCIPAL OFFICE

The address of the principal office of this Corporation is 2723 73rd Court West, Bradenton, Florida 34209 and the mailing address is the same.

ARTICLE III – PURPOSE OF CORPORATION

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV – CORPORATE CAPITALIZATION

4.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is TEN THOUSAND (10,000) shares of common stock.

4.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

4.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

4.4 No holders of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

4.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or

**ARTICLES OF INCORPORATION
FOR AQUA WONDER MASSAGE, INC.**

securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

4.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of stock.

ARTICLE V – OFFICERS

The Officers of the Corporation shall be:

President: Joyce Shuford
Secretary: Mark Shuford

Whose addresses shall be the same as the principal office of the Corporation.

ARTICLE VI – DIRECTOR(S)

The Director(s) of the Corporation shall be:

Joyce Shuford

Whose addresses shall be the same as the principal office of the Corporation.

ARTICLE VII - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is 2723 73rd Court West, Bradenton, Florida 34209. The name and address of the registered agent of this Corporation is Mark Shuford, 2723 73rd Court West, Bradenton, Florida 34209.

ARTICLE VIII – INCORPORATOR

The name and street address of the incorporator of the Corporation is:

James Stephen King, Esq.
1661 International Place Drive, Suite 300
Memphis, Tennessee, 38120

ARTICLE IX – BYLAWS

**ARTICLES OF INCORPORATION
FOR AQUA WONDER MASSAGE, INC.**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE X – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XI – AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE XII – SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended from time to time, and any corresponding provisions of any successor legislation.

12.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended from time to time, and any corresponding provisions of any successor legislation, unless the shareholders of the Corporation unanimously agree otherwise in writing.

12.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this corporation shall take any action, or make any transfer or other disposition of termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S or the Internal Revenue Code of 1986, as amended from time to time, and any corresponding provisions of any successor legislation.

12.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

“The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986 as amended from time to time, and any corresponding provisions of any successor legislation.”

**ARTICLES OF INCORPORATION
FOR AQUA WONDER MASSAGE, INC.**

ARTICLE XIII – SHAREHOLDERS’ RESTRICTIVE AGREEMENT

All of the shares of stock of this corporation may be subject to a Shareholders’ Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation as permitted by law. A copy of the Shareholders’ Restrictive Agreement, if any, shall be on file at the principal office of the Corporation.

ARTICLE XIV – POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE XV – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

IN WITNESS WHEREOF, I have hereunto sent my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 29th day of June 2004.


James Stephen King, Esq., Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF
INCORPORATION**

The signed acceptance of Mark Shuford as the Registered Agent in the above and foregoing Articles of Incorporation is attached hereto.

Please See Attached
Mark Shuford

**ARTICLES OF INCORPORATION
FOR AQUA WONDER MASSAGE, INC.**

ACCEPTANCE OF REGISTERED AGENT

Mark Shuford acknowledges and accepts the appointment of registered Agent for and on behalf of Aqua Wonder Massage, Inc.

Dated: 6/30/2004

Mark Shuford
Mark Shuford

FILED
04 JUL -2 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA